

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

IN RE: CIRCUIT CITY STORES, INC.,
et al.,
Debtors.

Case No. 08-35653
Chapter 11
Jointly Administered

**ORDER ON DEBTORS' FORTY-EIGHTH,
FORTY-NINTH, AND FIFTIETH OMNIBUS OBJECTIONS**

Upon consideration of (i) the Debtors' Forty-Eighth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I) Authority to Setoff Against Such Expenses and Claims and (II) a Waiver of the Requirement that the First Hearing on Any Response Proceed as a Status Conference (Docket No. 5211; the "48th Omnibus Objection"), (ii) the Debtors' Forty-Ninth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims and Motion for (I) Authority to Setoff Against Such Expenses and Claims and (II) a Waiver of the Requirement that the First Hearing on Any Response Proceed as a Status Conference (Docket No. 5212; the "49th Omnibus Objection"), and (iii) the Debtors' Fiftieth Omnibus Objection to Certain Administrative Expenses and Motion for (I) Authority to Setoff Against Such Expenses and (II) a Waiver of the Requirement that the First Hearing on any Response Proceed as a Status Conference (Docket No. 5213; the "50th Omnibus Objection" and together with the 48th and 49th Omnibus Objections, the "Objections"), the responses thereto (Docket Numbers 5382, 5415, 5423, 5426, 5474, 5476, 5481, 5485, 5493, 5494, 5501, 5509, 5512, 5518, 5530, 5533, 5534, 5558, 5563 & 5809; collectively, the "Responses") of the respondents (the "Respondents") and the omnibus replies thereto (Docket Numbers 5619 & 5620; together, the "Replies"); and the Court having reviewed the Objections, the Responses and the Replies; and the Court having considered the arguments advanced by the

Debtors and the Respondents at the hearing held on November 12, 2009; and upon the record herein, and after due deliberation thereon; and good and sufficient cause appearing therefore as set out in the Court's Memorandum Opinion¹ entered on this date, it is hereby,

ORDERED, ADJUDGED AND DECREED THAT:

1. The Objections are partially SUSTAINED to the extent set forth herein.
2. Subject only to the Respondents' right to challenge the amount of the Receivables as defined in the Memorandum Opinion and the Debtors' right to challenge the amount of the Administrative Expenses as defined in the Memorandum Opinion, the Debtors may setoff all Receivables as allowed under state law, pre and/or post-petition, against the Administrative Expenses before setting off against any pre-petition general unsecured claims.
3. The Debtors' right to object to any claim, including the Administrative Expenses, on any grounds that governing law permits is not waived and expressly reserved.
4. This Court retains jurisdiction to hear and determine all matters arising from or related to the Objections and this Order.

ENTERED: December 3, 2009

/s/Kevin R. Huennekens
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: 12/3/09

¹ The Memorandum Opinion sets forth the Court's findings of fact and conclusions of law pursuant to Rule 7052 of the Federal Rules of Bankruptcy Procedure. Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

Imaged Certificate of Service Page 3 of 3
CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: jafarbayj
Form ID: pdforder

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Total Noticed: 1

Date Rcvd: Dec 03, 2009

The following entities were noticed by first class mail on Dec 05, 2009.
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were noticed by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 05, 2009

Signature:

